

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:) **Chapter 11**
)
FABER BROTHERS, INC.,) **Case. No. 06 B 07852**
)
Debtor.) **Hon. Jack B. Schmetterer**

**AGREED THIRD AMENDMENT TO AGREED FINAL HEARING ORDER
AUTHORIZING DEBTOR TO: (A) USE CASH COLLATERAL; AND (B) GRANT
ADEQUATE PROTECTION AND PROVIDE SECURITY AND OTHER RELIEF TO
WELLS FARGO FOOTHILL, INC. AND TO JUNIOR ALLEGED SECURED
CREDITORS**

This matter having come before this Court on the motion ("Motion") of Faber Brothers, Inc. ("Debtor"), requesting that this Court enter an order authorizing Debtor to use cash collateral on an emergency and final basis, and grant adequate protection and provide security and other relief to Wells Fargo Foothill, Inc. ("Lender") in connection therewith; the Court, on September 29, 2006 (the "Final Hearing"), having entered an Agreed Final Hearing Order Authorizing Debtor To: (A) Use Cash Collateral; and (B) Grant Adequate Protection And Provide Security And Other Relief To Wells Fargo Foothill, Inc. and To Junior Alleged Secured Creditors ("Final Cash Collateral Order") and having thereafter set a status hearing on this matter for October 23, 2006; notice of the Final Hearing being sufficient and given to those parties required under the Agreed Order Authorizing Debtor To: (A) Use Cash Collateral On An Emergency Basis; and (B) Grant Adequate Protection And Provide Security And Other Relief To Wells Fargo Foothill, Inc., pursuant to that certain Notice and Certificate of Service filed by the Debtor on July 20, 2006, as docket no. 20; the Final Cash Collateral Order having been amended by that certain Agreed First Amendment to Agreed Final Hearing Order Authorizing Debtor to: (a) Use Cash Collateral and (B) Grant Adequate Protection And Provide Security And Other Relief To Wells Fargo Foothill, Inc. and To Junior Alleged Secured Creditors entered on October 10, 2006 (the "First Amendment") and An Agreed Second Amendment thereto entered on October 23, 2006 (the "Second Amendment") (the Final Cash Collateral Order, as amended, shall be referred to herein as the "Final Order"); the Debtor, Lender, Shapiro, Remington, and the Committee having agreed to the entry hereof; and unless otherwise indicated, all capitalized

terms used herein having the meanings ascribed thereto in the Final Order and by this reference being made a part hereof.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The date "November 17, 2006" in paragraph 6(j) of the Final Order (as previously added per the Second Amendment) is hereby replaced with the date "November 30, 2006."

2. The date "November 17, 2006 in Definition 38 (Termination Date) in Exhibit A of the Final Order is hereby replaced with the date "November 30, 2006."

3. The Debtor and/or Shapiro be and are hereby authorized to dispose of any and all books and records of the Debtor which relate to transactions or activities which took place or arose more than seven (7) years ago.

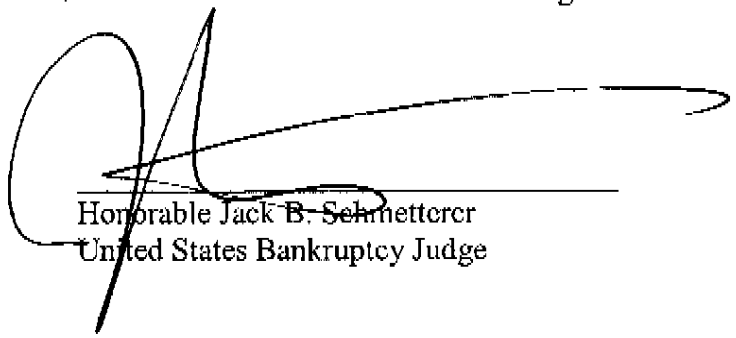
4. Debtor acknowledges and agrees, and the Court finds, that all of Lender's rights with respect to existing Events of Default, if any, are preserved notwithstanding the entry of this Order.

5. Except as expressly set forth herein, the terms of the Final Order are not altered and remain in full force and effect.

6. The terms of this Order were negotiated in good faith and at arms' length.

7. A status hearing on this proceeding shall be held on November 30, 2006 at 10:30 a.m., and may be continued from time to time without further notice other than that given in open court.

DATED: November 7, 2006



Honorable Jack B. Schnettgerer
United States Bankruptcy Judge

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